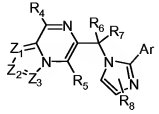
AMENDMENTS TO THE CLAIMS

1. (Currently Amended) A compound of the Formula:



or a pharmaceutically acceptable ~~forms~~salt thereof, wherein:

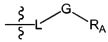
~~Z_1 is nitrogen or CR_1; Z_2 is nitrogen or CR_2; Z_3 is nitrogen or CR_3; wherein~~ Z_1 and Z_2 are N and Z_3 is CR_3; ~~or Z_1 and Z_3 are N and Z_2 is CR_2~~;

Ar represents 2-pyridyl, which is substituted with from 0 to 4 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C_1-C_4alkyl, C_1-C_8alkenyl, C_1-C_8alkynyl, C_1-C_4alkoxy, mono- and di-(C_1-C_8alkyl)amino(C_0-C_8alkyl)mono- or di-(C_1-C_4alkyl)amino, C_2-C_4alkanoyl, (C_3-C_7cycloalkyl)C_0-C_2alkyl, C_1-C_2haloalkyl, and C_1-C_2haloalkoxy;

~~R_3, R_4 are each independently~~ R_3 is selected from:

(a) hydrogen, halogen, nitro and cyano; and

(b) groups of the formula:



wherein:

L is a single covalent bond or C_1-C_8alkyl;

G is a single covalent bond, -N(R_B)-, -O-, -C(=O)-, -C(=O)O-, -C(=O)N(R_B)-, -N(R_B)C(=O)-, -S(O)$_m$-, –CH_2C(=O)-, -S(O)$_m$N(R_B)- or –N(R_B)S(O)$_m$-; wherein m is 0, 1 or 2; and

R_A and each R_B are independently selected from:

(i) hydrogen; ~~and~~

(ii) C_1-C_8alkyl, C_2-C_8alkenyl, C_2-C_8alkynyl, (C_3-C_8cycloalkyl)C_0-C_4alkyl, (3- to 6-membered heterocycloalkyl)C_0-C_4alkyl, (C_6-C_{10}aryl)C_0-C_2alkyl or (5- to 7-membered monocyclic heteroaryl)C_0-C_2alkyl, each of which is substituted with from 0 to 4 substituents independently selected from halogen, hydroxy, nitro,

cyano, amino, C_1-C_4alkyl, C_1-C_4alkoxy, C_1-C_4alkanoyl, mono- and di(C_1-C_4alkyl)amino, C_1-C_4haloalkyl and C_1-C_4haloalkoxy; and

R_4 is hydrogen or C_1-C_2alkyl;

R_5 is C_1-C_6alkyl[[,]];

R_6 and R_7 are each independently hydrogen~~, halogen, methyl or ethyl~~or C_1-C_2alkyl~~;~~ and

R_8 is 0, 1, or 2 C_1-C_2alkyl.

~~R_8 represents 0, 1 or 2 substituents independently chosen from halogen, hydroxy, nitro, cyano, amino, C_1-C_4alkyl, C_1-C_4alkoxy, mono- and di-(C_1-C_4alkyl)amino, C_3-C_7cycloalkyl, C_1-C_2haloalkyl and C_1-C_2haloalkoxy~~.

2. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1, wherein R_8 represents 0 or 1 substituent~~s~~ selected from ~~halogen~~hydrogen, and C_1-C_2alkyl ~~and C_1-C_2alkoxy~~.

3 -4. (Canceled)

5. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1, wherein Ar represents 2-pyridyl, which is substituted with from ~~0 to 3~~0 to 2 substituents independently selected from chloro, fluoro, hydroxy, ~~cyano, amino,~~ C_1-C_4alkyl, C_1-C_4alkoxy, ~~C_1-C_2alkylamino,~~ C_1-C_2haloalkyl, and C_1-C_2haloalkoxy.

6. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 5, wherein Ar represents 2-pyridyl, which is substituted with from ~~0 to 3~~0 to 2 substituents independently selected from fluoro, chloro, hydroxy, C_1-C_2alkyl, ~~cyano,~~ and C_1-C_2alkoxy.

7 - 8. (Canceled)

9. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1 wherein ~~R_2, R_3, and R_4 are~~ is ~~independently~~ selected from hydrogen, hydroxy, halogen, cyano, C_1-C_6alkyl, C_1-C_6alkoxy, C_3-C_7cycloalkyl, C_1-C_2alkoxyC_1-C_4alkyl, C_1-C_4hydroxyalkyl, C_1-C_2haloalkyl, C_1-C_2haloalkoxy, C_1-C_4carboxylate, mono- and di-(C_1-C_4alkyl)amino, phenylC_0-C_1alkyl, pyridylC_0-C_1alkyl, and (4- to ~~7~~6-membered heterocycloalkyl)C_0-C_1alkyl.

10. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to Claim 9, wherein R_4 is ~~independently~~ chosen from ~~hydrogen,~~ methyl and ethyl.

11-18. (Canceled)

19. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1 wherein R_6 and R_7 are both hydrogen.

20. (Canceled)

21. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1 wherein R_5 is ethyl, propyl, or butyl.

22. (Currently Amended) A compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1, wherein the compound is chosen from:

5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-[1,2,4]triazolo[4,3-a]pyrazine; and

3-methyl-5-propyl-6-(2-pyridin-2-yl-imidazol-1-ylmethyl)-[1,2,4]triazolo[4,3-a]pyrazine;

~~3-methyl-6-[2-(3-methyl-[1,2,4]triazolo[4,3-a]pyridin-5-yl)-imidazol-1-ylmethyl]-5-propyl-[1,2,4]triazolo[4,3-a]pyrazine;~~

~~6-{[2-(3-fluoropyridin-2-yl)-1H-imidazol-1-yl]methyl}-5-propyl[1,2,4]triazolo[1,5-a]pyrazine; and~~

~~6-{[2-(3-fluoropyridin-2-yl)-1H-imidazol-1-yl]methyl}-2-methyl-5-propyl[1,2,4]triazolo[1,5-a]pyrazine.~~

23 - 25. (Canceled)

26. (Currently Amended) A pharmaceutical composition comprising a compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1 in combination with a pharmaceutically acceptable carrier or excipient.

27. (Original) A pharmaceutical composition according to claim 26, wherein the pharmaceutical composition is formulated as an injectible fluid, an aerosol, a cream, a gel, a pill, a capsule, a syrup, or a transdermal patch.

28. (Withdrawn, Currently Amended) A method for the treatment of anxiety, depression, or a sleep disorder-comprising administering to a patient in need of such treatment a $GABA_A$ receptor modulatory amount of a compound or pharmaceutically acceptable ~~form~~salt thereof according to claim 1.

29-38. (Canceled)

39. (New) A compound or pharmaceutically acceptable salt thereof according to claim 9, wherein R_3 is hydrogen, halogen, C_1-C_4alkyl, C_1-C_4alkoxy, C_3-C_7cycloalkyl, C_1-C_2alkoxyC_1-C_2alkyl, C_1-C_2hydroxyalkyl, fluoromethyl, difluoromethyl, trifluoromethyl, phenylC_0-C_1alkyl, and pyridylC_0-C_1alkyl.